

IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF TENNESSEE
WESTERN DIVISION

IN RE REGIONS MORGAN KEEGAN
SECURITIES, DERIVATIVE & ERISA
LITIGATION

No. 09-md-02009-SHM

This Document Relates to:

*In re Regions Morgan Keegan Closed-End
Fund Litigation,*

No. 07-cv-02830-SHM-dkv

**CERTIFICATE OF CONSULTATION WITH RESPECT
TO PLAINTIFFS' UNOPPOSED MOTION FOR PRELIMINARY
APPROVAL OF PROPOSED SETTLEMENT AND CLASS CERTIFICATION**

Pursuant to Local Rule 7.2(a)(1)(B), the undersigned counsel for Lead Plaintiffs and the Class certifies that he has consulted with the following counsel for all Defendants on numerous occasions, via telephone and e-mail, concerning Lead Plaintiffs' Unopposed Motion for Preliminary Approval of Proposed Class Action Settlement and the proposed Order Preliminarily Approving Settlement and Providing for Notice: Britt K. Latham, Esq., counsel for Defendants Morgan Keegan & Co., Inc. and MK Holding, Inc.; Peter S. Fruin, Esq., counsel for Defendants Regions Financial Corporation and Morgan Asset Management, Inc. (n/k/a Regions Investment Management, Inc.); Kevin Logue, Esq., counsel for Defendants Helios Advantage Income Fund, Inc., Helios High Income Fund, Inc., Helios Multi-Sector High Income Fund, Inc., and Helios Strategic Income Fund, Inc. (f/k/a RMK Advantage Income Fund, Inc., RMK High Income Fund, Inc., RMK Multi-Sector High Income Fund, Inc., and RMK Strategic Income Fund, Inc., respectively); S. Lawrence Polk, Esq., counsel for Defendants Allen B. Morgan, Jr., J. Kenneth

Alderman, Brian B. Sullivan, Joseph T. Weller, and James C. Kelsoe, Jr.; and R. Hal Meeks,
Esq., counsel for Defendant Carter E. Anthony.

Counsel for Defendants have indicated that they do not oppose the relief requested by this
motion.

Dated: October 12, 2012

/s/ David J. Goldsmith
DAVID J. GOLDSMITH